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JUDGE PRESKA 09 CV 2669

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MUENCH PHOTOGRAPHY, INC., Plaintiff	09 Civ.
v.	COMPLAINT
HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY and R.R. DONNELLEY & SONS COMPANY, Defendants.	JURY TRIAL DEMANDED

Plaintiff Muench Photography, Inc. ("Plaintiff" or "MPI") for its Complaint against Defendants Houghton Mifflin Harcourt Publishing Company ("Houghton") and R.R. Donnelley & Sons Company ("R.R. Donnelley") alleges:

STATEMENT OF ACTION

1. This is an action for copyright infringement brought by Plaintiff, the owner of all copyrights to the images described hereafter and originally licensed for limited use by Defendant Houghton, against Defendants for unauthorized and impermissible uses of Plaintiff's images.

PARTIES

2. Muench Photography, Inc. is a California corporation, with its principal place of business in Goleta, California. MPI licenses photographs on behalf of photographers Marc Muench and David Muench. In all licensing activities described in this Complaint, MPI acted through its agent Corbis Corporation ("Corbis"), a Seattle-based privately held photography stock licensing agency.

3. Houghton is a Delaware corporation and publisher with its primary offices in Boston, Massachusetts.

4. In December 2007, Houghton Mifflin Company acquired several divisions of another education publisher and renamed the merged company Houghton Mifflin Harcourt Publishing Company. Houghton Mifflin Harcourt Publishing Company is the successor in interest to Harcourt School Division, Houghton Mifflin Company, Houghton Mifflin College Division, Holt Rinehart & Winston, McDougal Littell, and Harcourt Archive.

5. Houghton sells and distributes textbooks throughout the United States, including New York, through its former companies or divisions Harcourt School Division, Houghton Mifflin Company, Houghton Mifflin College Division, Holt Rinehart & Winston, McDougal Littell, and Harcourt Archive. Houghton sells and distributes certain textbooks in which Plaintiff's images are unlawfully reproduced as hereafter described. All references to Houghton in this Complaint include Harcourt School Division, Houghton Mifflin Company, Houghton Mifflin College Division, Holt Rinehart & Winston, McDougal Littell, and Harcourt Archive.

6. R.R. Donnelley a Delaware corporation and is the world's premier full-service publisher with its global headquarters in Chicago, Illinois.

JURISDICTION AND VENUE

7. This is an action for injunctive relief, monetary damages, statutory damages, interest and attorney's fees under the copyright laws of the United States.

8. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331 and 1338.

9. Venue is appropriate in this District pursuant to 28 U.S.C. §§ 1391(a) and (b) and 28 U.S.C. § 1400(a).

FACTS COMMON TO ALL COUNTS

10. MPI is the owner and holder of all copyrights to the images on Exhibit A to this Complaint ("the Images"). Each of the Images is the subject of a valid Certificate of Copyright Registration issued by the Register of Copyrights as specified on Exhibit A.

11. Beginning in March 2001 and continuing through December 2006, Corbis sold Houghton limited licenses to copy and distribute the Images. Upon information and belief, Houghton greatly exceeded the license limits, causing unauthorized reproductions of the Images to be made and distributed beyond the permissions granted.

12. Corbis was induced to grant Houghton licenses to copy and distribute the Images at the prices charged because of Houghton's misrepresentation that it was seeking permissions for expressly limited use.

13. Upon information and belief, at the time it represented it needed a certain number of copies of the Images, Houghton knew its actual use would greatly exceed that number.

14. Upon information and belief, Houghton intended by its misrepresentations to obtain access to the Images at a lower cost than it would have paid had it been honest in its dealings.

15. Upon information and belief, in a fashion similar to its treatment of MPI, Houghton grossly understated the number of copies it needed when seeking permissions for hundreds of other paintings, photographs and illustrations in its textbooks.

16. Upon information and belief, Houghton's practice of requesting and paying for permission to print only a small fraction of the number of copies it knew it actually needed extends far beyond the publications in suit to many other Houghton publications. While the lost licensing fee to any individual copyright holder may be relatively small, millions of these books have sold, generating billions of dollars in revenue. Houghton's business model, built upon a foundation of pervasive, willful copyright infringement, deprived Plaintiff and thousands of others their rightful compensation for the use of their creative work and unjustly enriched Houghton with outlandish profits in the process.

17. Houghton did not simply take the intellectual property of photographers, artists, and illustrators without a license. Instead, it licensed the copyrighted works of others for low numbers of reproductions, but surreptitiously copied them many times beyond the agreed-upon license limit. This lulled licensors into a false sense of trust; if photographers saw their licensed works reproduced in a Houghton textbook, they suspected nothing untoward. And, the licensing of a specific number of copies created the expectation that additional uses by Houghton would be requested and paid for if more copies were made. By this contrivance Houghton concealed its wrongdoing by throwing licensors, including Plaintiff, "off the scent."

18. Upon information and belief, R.R. Donnelley was the printer for the publications in suit. R.R. Donnelley earned profits from such printings.

COUNT I
(COPYRIGHT INFRINGEMENT AGAINST HOUGHTON)

19. Plaintiff repeats and realleges paragraphs 1 through 18 of this Complaint with the same force and effect as if set forth in full above.

20. The foregoing acts of Houghton constitute infringements of Plaintiff's copyrights, in violation of 17 U.S.C. § 501 *et. seq.*

21. Plaintiff suffered damages as a result of Houghton's unauthorized use of its images.

COUNT II
(COPYRIGHT INFRINGEMENT AGAINST R.R. DONNELLEY)

22. Plaintiff repeats and realleges paragraphs 1 through 21 of this Complaint with the same force and effect as if set forth in full above.

23. The foregoing acts of R.R. Donnelley in printing the textbooks in suit constitute infringements of Plaintiff's copyrights in the Images in violation of 17 U.S.C. § 501 *et. seq.*

24. Plaintiff suffered damages as a result of R.R. Donnelley's unauthorized printings of the Images.

WHEREFORE, Plaintiff requests the following:

1. A permanent injunction against Defendants and anyone working in concert with them from copying, displaying, distributing, selling or offering to sell copies of Plaintiff's Images and to deliver to the Court for destruction or other appropriate disposition all

materials, including textbooks and digital files representing the Images, in the control and possession of Defendants.

2. Actual damages and all profits derived from the unauthorized use and printing of Plaintiff's Images.

3. Statutory damages at Plaintiff's election.

4. Court costs, expert witness fees, interest, attorney's fees and all other amounts authorized under law.

5. For such other and further relief as the Court deems just and proper.

JURY TRIAL DEMAND

Plaintiff demands a trial by jury of all issues permitted by law.

DATED: New York, New York

March 23, 2009.

Plaintiff Muench Photography, Inc. by its attorneys,

HERNSTADT ATLAS LLP

By: ______________________
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EXHIBIT A

Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
1	101038	13 Mar 2001	Harcourt School Division / Science Grade 6 Nat'l Ed C.2003	40-100,000 1/4 page inside	DM004000	VA 863-783	11/6/97	$218.00
2	109101	18 Mar 2001	Houghton Mifflin / Reading - FL grade 2 3 5	105000 1/4 page inside	DM009301	VA 863-783	11/6/97	$200.00
3	123780	19 Jun 2001	Harcourt School Division / Science Grade 4 Nat'l Ed C.2003	40-100,000 1/4 page inside	DM009344	VA 863-783	11/6/97	$218.75
4	143985	28 Sep 2001	Harcourt School Division / Independent Readers Trav Around AK	40000 1 page inside	DM002365	VA 863-783	11/6/97	$150.00
5	144307	28 Sep 2001	Houghton Mifflin College Division / Earth Science Sampler	10,000 Inside	DM006249	VA 863-783	11/6/97	$125.00
6	148314	23 Oct 2001	Houhton Mifflin / FL Grade 6 pupils edition	110,000 1/4 page inside	DM009592	VA 863-783	11/6/97	$200.00
7	148442	23 Oct 2001	Houghton Mifflin / Reading FL grade 6 teachers ede	9,000 1/4 page inside	DM009592	VA 863-783	11/6/97	$93.75
8	149542	28 Oct 2001	Holt Rinehart Winston / HST: Grade 6 PE and TE ©2002	35,000 1/8 page inside x 2 + spot	DM012210	VA 863-783	11/6/97	$369.00
9	149544	28 Oct 2001	Holt Rinehart Winston / HST: Grade 6 TX Spanish PE and TE ©2002	13,000 1/8 page inside x 2 + spot	DM012210	VA 863-783	11/6/97	$369.00
10	152536	15 Nov 2001	McDougal-Littell/ Houghton Mifflin / World Geo	140,000 1 page inside	DM001400	VA 863-783	11/6/97	$275.00
11	153298	16 Nov 2001	Holt Rinehart Winston / World Geo Today Testbook	100,000 1/4 page inside	DM010142	VA 863-785	11/6/97	$187.50
12	153497	20 Nov 2001	Houghton Mifflin / The Americans	250,000 spot	DM002869	VA 863-783	11/6/97	$425.00
13	153580	20 Nov 2001	Houghton Mifflin / The Americans	250,000	DM004904 - DM002056	VA 863-783	11/6/97	$850.00

Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
14	154828	27 Nov 2001	Houghton Mifflin / Student Science Dict	25,000	DM009416	VA 863-783	11/6/97	$125.00
15	162039	8 Jan 2002	Holt Rinehart Winston / Modern Earth Science	40,000 1/2 page inside	DM004446	VA 863-783	11/6/97	$131.25
16	162576	10 Jan 2002	Houghton Mifflin / American Heritage Dict 4th ede	100,000 inside	DM005449	VA 863-783	11/6/97	$112.50
17	163021	14 Jan 2002	Harcourt School Division / US history	100,000 1/4 page inside	DM006884	VA 863-783	11/6/97	$243.75
18	183855	24 Apr 2002	Holt Rinehart Winston / Holt Texas	90,000 1/3 + 1/8 page inside	DM003678 - DM009566	VA 863-783	11/6/97	$210.00 + $160.00 = $370
19	185635	30 Apr 2002	Holt Rinehart Winston / Holts NC history	40,000 1/4 page inside	DM001192 - DM007213 - DM009060 - DM009037	VA 863-783	11/6/97	153.75 + $135.00 + $135.00 + $135.00 = $558.75
20	193946	10 Jun 2002	Harcourt School Division / Horizons Geo Skills CD	cd-dvd, 1000 1/4 page inside	DM009499	VA 863-783	11/6/97	$156.25
21	201405	11 Jul 2002	Harcourt School Division / Horizons ©2003 NC	100,000 1/2 page inside	DM012471	VA 1-115-519	3/16/2001	$262.50
22	203424	19 Jul 2002	Harcourt School Division / Horizons VA Gr 4 ©2003	40 - 80,000 1/2 page inside	DM003659	VA 863-783	11/6/97	$210.00
23	214195	21 Aug 2002	Harcourt School Division / Horizons US 1877 to present 2003	100,000 1/2 page inside	DM003137 - DM003990	VA 863-783	11/6/97	$262.50 + $262.50
24	215812	27 Aug 2002	Houghton Mifflin / Georgia Reading Gr 5	40,000 1/4 page inside	DM009331	VA 863-783	11/6/97	$150.00
25	218201	30 Aug 2002	Holt Rinehart Winston / Geometry PE + various Sate	140,000 1/3 page inside	DM004700	VA 863-783	11/6/97	$251.25

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	Corbis Inv#	Inv date	Publisher/Publication	License print run		Corbis Image#	Registration	Registration date	Corbis Licensing fee $
26	228201	28 Sep 2002	McDougal-Littell/ Houghton Mifflin / NC a proud State	40,000	1/2 page inside	DM009360	VA 863-783	11/6/97	$225.00
27	230057	3 Oct 2002	Harcourt School Div / Indiana Social Studies PE	100,000	1/2 page inside	DM005097	VA 863-783	11/6/97	$250.00
28	236044	18 Oct 2002	Holt Rinehart Winston / Holt Science and Tech & Gr 7	20,000	1/4 page inside	DM009692	VA 863-783	11/6/97	$153.75
29	239086	25 Oct 2002	Holt Rinehart Winston / Call to Freedom Full Volume	250,000	1/8 page inside	DM009225	VA 863-783	11/6/97	$225.00
30	242462	31 Oct 2002	Houghton Mifflin / American Heritage Stud Dir	150,000	1/4 page inside	DM005449	VA 863-783	11/6/97	$150.00
31	250599	20 Nov 2002	Holt Rinehart Winston / People Places and Change	250,000	1/2 page inside	DM002575	VA 863-783	11/6/97	$352.50
32	252489	25 Nov 2002	Houghton Mifflin / American Heritage Stud Dir	150,000	1/4 page inside	DM005449	VA 863-783	11/6/97	$150.00
33	260251	12 Dec 2002	Holt Rinehart Winston / Elements of Lit Gr 8 2005	250,000	1/4 page inside	DM009117	VA 863-783	11/6/97	$213.75
34	264727	23 Dec 2002	Houghton Mifflin College Division / Middle School Math Gr 8	250,000		MM001640	VA 863-783	11/6/97	$475.00
35	275750	21 Jan 2003	Holt Rinehart Winston / Holt Middle School Math	250,000	1/4 page inside	DM007541	VA 863-783	11/6/97	$400.00
36	304709	14 Mar 2003	Harcourt School Division / ESL Moving into Eng Gr 5	100,000	1/2 page inside	DM005062	VA 863-783	11/6/97	$210.00
37	341617	21 May 2003	Houghton Mifflin / Math 2005 Gr 4	260,000	1/4 page inside	DM005062	VA 863-783	11/6/97	$257.60
38	342441	22 May 2003	Houghton Mifflin / Math 2005 Gr 6	160,000	1/4 page inside	DM002499	VA 863-783	11/6/97	$235.75

Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
39	344431	27 May 2003	Harcourt School Division / VA SOL Practice for Students 2003	40,000 1/4 page inside	DM001963	VA 863-783	11/6/97	$145.00
40	348962	3 Jun 2003	Holt Rinehart Winston / Holt Biology 2004	100,000 1/8 page inside	DM007576	VA 863-783	11/6/97	$225.00
41	350562	6 Apr 2003	Harcourt School Division / Horizons 2004 Social Studies	on-line, expired 16 Apr 2008	DM006884	VA 863-783	11/6/97	$72.50
42	361060	26 Jun 2003	Holt Rinehart Winston / Holt Middle School Math pre alg	100,000 1/3 page inside	DM005089	VA 863-783	11/6/97	$295.00
43	380307	31 Jul 2003	Holt Rinehart Winston / Holt Texas Spanish Version 2003	2500 1/3 + 1/8 page inside	DM003678 - DM009566	VA 863-783	11/6/97	$116.25 + $86.25 = $202.50
44	383881	7 Aug 2003	Harcourt School Div / Social Studies 2003 Horrizons Gr 4	40,000 on-line, expired 24 Jul 2008	DM006555 - DM009129 - DM009667 - DM005062	VA 863-783	11/6/97	$72.50 x 4 = $290.00
45	384426	8 Aug 2003	Houghton Mifflin / Math 2005 NC edition	30,000 1/4 page inside	DM006845	VA 863-783	11/6/97	$160.00
46	384539	8 Aug 2003	Houghton Mifflin / Math 2005 NC edition	30,000	DM008883	VA 863-783	11/6/97	$160.00
47	384552	8 Aug 2003	Houghton Mifflin / Math National edition Gr 6	160,000 1/4 page inside	DM008883	VA 863-783	11/6/97	$245.75
48	393004	26 Aug 2003	Holt Rinehart Winston / Americans Civics 2003	100,000 1/2 page inside	DM008816	VA 863-783	11/6/97	$245.00
49	394542	28 Aug 2003	Houghton Mifflin / Pre Algebra 2005	250,000 1/4 page inside	DM005880	VA 863-783	11/6/97	$199.00
50	403340	12 Sep 2003	Holt Rinehart Winston / People Places and Change	150,000 1/8 page inside	DM009230	VA 863-783	11/6/97	$300.00

Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
51	407689	22 Sep 2003	Holt Rinehart Winston / Geometry 2003 on-line	on-line, expired 31 Dec 2008	DM004700	VA 863-783	11/6/97	$105.00
52	420067	9 Oct 2003	Harcourt School Division / Horizons SSC ©2003 VA	40,000 on-line, expired 23 Aug 2008	DM003659	VA 863-783	11/6/97	$72.50
53	427812	23 Oct 2003	Holt Rinehart Winston / Holt Middle School Math course2 NC	40,000 1/4 page inside	DM009022	VA 863-783	11/6/97	$205.00
54	427814	23 Oct 2003	Holt Rinehart Winston / Holt Middle School Math course3 NC	40,000 1/2 page inside	DM009039	VA 863-783	11/6/97	$245.00
55	432566	30 Oct 2003	Holt Rinehart Winston / HST: Earth Science National edition 2005-2010	100,000 1/4 page inside	DM005866	VA 863-783	11/6/97	$245.00
56	435029	4 Nov 2003	Harcourt School Division / Math Gr5	100,000 1/4 page inside	DM009181	VA 863-783	11/6/97	$245.00
57	437552	6 Nov 2003	Holt Rinehart Winston / Holt Elements of Lit	100,000 1 page inside	DM006441	VA 863-783	11/6/97	$300.00
58	443860	19 Nov 2003	Houghton Mifflin / Middle School Science	250,000 cover + 1/4 and 1 page inside	DM011329	VA 863-785	11/6/97	$450.00 + $175.00 + $217.00 = $814.50
59	457352	11 Dec 2003	Holt Rinehart Winston / Expresate Lev 1,2 or 3 ©2006 2010	100,000 1/8 page inside	DM005231	VA 863-783	11/6/97	$225.00
60	457560	11 Dec 2003	Holt Rinehart Winston / Holt Elements of Lit	100,000 3/4 page inside	DM005784	VA 863-783	11/6/97	$240.00
61	460467	17 Dec 2003	Holt Rinehart Winston / Expresate Lev 1,2 or 3 ©2006 2010	100,000 cover	DM008649	VA 863-783	11/6/97	$550.79
62	481592	3 Feb 2004	Houghton Mifflin / Iowa Test of Education Deve	50,000 1/4 page inside	DM005102	VA 863-783	11/6/97	$141.00
63	513474	31 Mar 2004	Holt Rinehart Winston / People Places and Change Internet Res	on-line, expired 1Jan2008	MM001753	VA 863-783	11/6/97	$150.00

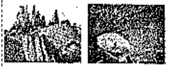
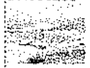
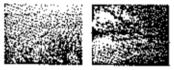
Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
64	520157	15 Apr 2004	McDougal-Littell/ Houghton Mifflin / World Geo - powerpoint	30,000 cd/dvd 1/4 page inside	DM001400 - DM002267	VA 863-783	11/6/97	$100.00 + $100.00 = $200.00
65	525071	25 Apr 2004	Holt Rinehart Winston / Holt Elements of Lit	100,000 1/4 page inside	DM006441	VA 863-783	11/6/97	$165.00
66	534276	11 May 2004	Houghton Mifflin / Lectura 2003	45,000 2 page spread inside	DM002951	VA 863-783	11/6/97	$141.75
67	534837	12 May 2004	Houghton Mifflin / Lectura 2003	35,000 1/4 page inside	DM011183 x 2, DM011184 x 3	VA 863-785	11/6/97	$200 x 2 = $400 + $104.25 + $69.50 + $69.50 =$243.25 = $643.25
68	535641	13 May 2004	Houghton Mifflin / Reading - 2004 CD	20,000 cd/dvd	DM002951	VA 863-783	11/6/97	$75.00
69	536404	14 May 2004	Houghton Mifflin / Reading - 2004 CD	20,000 cd/dvd	DM011183 - DM011184	VA 863-785	11/6/97	$75.00 x 2 = $150
70	545068	28 May 2004	Holt Rinehart Winston / Holt Middle School Math course 1 TN Ed.	40,000 inside	MM001746	VA 863-783	11/6/97	$255.00
71	545074	28 May 2004	Holt Rinehart Winston / Holt Middle School Math course2 LA Ed.	40,000 inside	DM009584	VA 863-783	11/6/97	$255.00
72	545075	28 May 2004	Holt Rinehart Winston / Holt Middle School Math course3 LA Ed.	40,000 inside	DM009584	VA 863-783	11/6/97	$255.00
73	555084	22 Jun 2004	Harcourt School Division / SS Mississippi Student Edition	100,000 1/3 page inside	DM002886	VA 863-783	11/6/97	$305.00
74	555096	22 Jun 2004	Harcourt School Division / SS National Revision	100,000 1/3 page inside	DM003759	VA 863-783	11/6/97	$381.25
75	563227	7 Jul 2004	Harcourt School Division / Science 2003 SE IN	100,000 1/4 page inside	DM004025	VA 863-783	11/6/97	$165.00
76	573670	28 Jul 2004	Houghton Mifflin / World Cultures Powerpoint	30,000 inside	DM006884	VA 863-783	11/6/97	$129.00

Muench Photography Inc.

	Corbis Inv #	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
77	579894	8 Oct 2004	Houghton Mifflin / Social Studies 2003	258000 1/2 page inside	DM001536	VA 863-783	11/6/97	$219.00
78	602204	23 Sep 2004	Houghton Mifflin / Understandable Stats 8/e	80,000 1/4 page inside	DM011510	VA 1-115-519	3/16/2001	$138.00
79	606266	29 Sep 2004	Harcourt Archive / Education Station Reading 2004	100,000 inside	DM009668 - DM010186 - DM004180	VA 863-783 - VA 863-785 - VA 863 783	11/6/1997 both	$165.00 x 3 = $495.00
80	607560	30 Sep 2004	Holt Rinehart Winston / Holt Earth Science 2006	40,000 inside	DM006099	VA 863-783	11/6/97	$255.00
81	615356	12 Oct 2004	Houghton Mifflin / Social Studies 2005	15,000 1/2 page and spot	MM001762	VA 863-783	11/6/97	$167.00 + $69.50 = $236.50
82	617599	15 Oct 2004	Houghton Mifflin / Social Studies 2005	15,000 1/2 page	DM009161	VA 863-783	11/6/97	$83.50
83	619130	19 Oct 2004	Houghton Mifflin / Social Studies 2005	15,000 1 page and 1/4 page inside	DM003988 - DM009161	VA 863-783	11/6/97	$189.00 + $139.00 = $328.00
84	638651	23 Nov 2004	Houghton Mifflin / General Chemestry for Engineers	40,000 1/4 page inside	DM009691	VA 863-783	11/6/97	$129.00
85	645894	7 Dec 2004	Houghton Mifflin College Division / Lecturas Para Hispanablantes	30,000 1/4 page inside	DM006249	VA 863-783	11/6/97	$104.25
86	646583	8 Dec 2004	Houghton Mifflin / Earth Science	20,000 cd/dvd	DM006249	VA 863-783	11/6/97	$65.00
87	651008	16 Dec 2004	Houghton Mifflin / Spelling	500 1 1/2 page	DM003031	VA 863-783	11/6/97	$179.00
88	654639	23 Dec 2004	Harcourt Archive / Achieve It State Specific 2005	60,000	DM009181	VA 863-783	11/6/97	$220.00

Muench Photography Inc.

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
89	654715	23 Dec 2004	McDougal-Littell/ Houghton Mifflin / Woird Hist - Mid and Modern Times	20,000 cd/dvd 1/4 page inside	DM008775	VA 863-783	11/6/97	$129.00
90	684630	26 Feb 2005	Holt Rinehart Winston / HST: Grade 7 Fl Ed. 2006	80,000 chapter opener + inside	DM007020	VA 863-783	11/6/97	$305.00
91	700852	30 Mar 2005	Holt Rinehart Winston / Exp 8 Level 3 Teacher Ed.	11,000 inside	DM008649	VA 863-783	11/6/97	$255.00
92	700853	30 Mar 2005	Holt Rinehart Winston / Exp 8 Level 3 Student Ed.	80,000 inside	DM008649	VA 863-783	11/6/97	$305.00
93	703258	4 Apr 2005	Harcourt School Div / Social Studies 2007 Calif Ed.	100,000 larger than 1 page inside	DM001536	VA 863-783	11/6/97	$475.50
94	713965	25 Apr 2005	Harcourt School Div / Social Studies 2007	100,000 1/4 page inside	DM003661	VA 863-783	11/6/97	$305.00
95	715029	26 Apr 2005	Holt Rinehart Winston / Exp 8 Level 3 Student Ed. CD rom cover	8,000 cd/dvd on-line part of cover	DM008649	VA 863-783	11/6/97	$455.00
96	725148	17 May 2005	Harcourt School Div / Science 2007 SE	100,000 larger than 1 page inside	DM010014 - DM009873 	VA 863-785	11/6/97	$381.25 x 2 = $762.50
97	725886	18 May 2005	Harcourt School Div / Science 2007 SE	100,000 1/4 page inside	DM006206 	VA 863-783	11/6/97	$305.00
98	735625	7 Jun 2005	Harcourt School Division / Horrizons South Carolina	40,000 1/2 page inside + 2 page spread	DM003895 - DM003924	VA 863-783	11/6/97	$185.00 + $231.75 = $416.75
99	738869	14 Jun 2005	Houghton Mifflin / Science 2007	210,000 1/4 page + 1 page inside	DM003913 - DM009592	VA 863-783	11/6/97	$183.00 + $124.50 = $307.50
100	738872	14 Jun 2005	Houghton Mifflin / Science 2007	20,000 1/4 page inside	DM007020 - DM009592 	VA 863-783	11/6/97	$139.00 x 2 = $278.00
101	740033	16 Jun 2005	Houghton Mifflin / Spelling 2006	260,000 2 x 1/4 page inside + 1 1/2 page	DM003536 - DM010580	VA 863-783 - VA 863-785	11/6/1997 both	$183.00 + $91.50 + $219.00 = $493.50
102	740035	16 Jun 2005	Houghton Mifflin / Science - Independent Science Readers	203,000 1/4 page inside	DM005485	VA 863-783	11/6/97	$183.00

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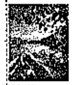
103	740559	17 Jun 2005	Houghton Mifflin / Science - Independent Science Readers	208,000 1/8 page inside		VA 863-783	11/6/97	$183.00
104	741262	20 Jun 2005	Houghton Mifflin / Science - Independent Science Readers	187,000 1/3(reuse) + spot + 1/3 page inside	DM003427 x 2 - DM009276 	VA 863-783	11/6/97	$91.50 + $153.00 + $183.00 = $427.50
105	741886	21 Jun 2005	Houghton Mifflin / Science - Independent Science Readers	121,000 1 page + 3/4 page + 1/2 page	DM003229 x 2 - DM006709	VA 863-783	11/6/97	$104.00 + $208.00 + $183.00 = $495.00
106	742614	22 Jun 2005	Houghton Mifflin / Science - Independent Science Readers	164,000 1 page + 1/2 page	DM011047 x 2	VA 863-785	11/6/97	$104.00 + $183.00 = $287
107	752898	14 Jul 2005	Houghton Mifflin / Social Studies 2005	38,000PE + 10,000TE 1/4 page inside	DM007527	VA 863-783	11/6/97	$139.00
108	757400	25 Jul 2005	Houghton Mifflin / Social Studies 2006	170,000 1/4 page inside	DM004175	VA 863-783	11/6/97	$153.00
109	762573	3 Aug 2005	Harcourt School Div / Science 2006	80,000 1/3 x 2, 1/4 and 3/4 page inside	DM002975, DM008772 - DM004966 - DM006522	VA 863-783	11/6/97	$220.00 x 4 = $880
110	770983	22 Aug 2005	Holt Rinehart Winston / Holt Middle School World Hist Prog - Ancient Civil	350,000 inside	DM005590 x 2	VA 863-783	11/6/97	$435.00 + $326.25 = $761.25
111	771509	23 Aug 2005	Harcourt Archive / Instep 2005	100,000 1 page inside	DM006933	VA 863-783	11/6/97	$220.00
112	773652	26 Aug 2005	Harcourt School Div / Science 2007 SE	100,000 larger than 1 page inside + 1/2 page inside	DM010143 - DM003425	VA 863-785 - VA 863-783	11/6/1997 both	$381.25 + $305.00 = $686.25
113	779828	8 Sep 2005	Houghton Mifflin / Science - Leveled Readers	63,200 1/2 page	DM001192	VA 863-783	11/6/97	$175.00
114	782343	14 Sep 2005	Houghton Mifflin / Social Studies 2006	21,000 1/4 page inside	DM007413	VA 863-783	11/6/97	$139.00

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115	782344	14 Sep 2005	Houghton Mifflin / Social Studies 2006	21,000 1/3 page inside x 2	DM008503	VA 863-783	11/6/97	$167.00 + $83.50 = $250.50
116	786174	21 Sep 2005	Harcourt School Div / Science 2007	100,000 3/4 page inside	DM012105	VA 1-115-519	3/16/01	$305.00
117	786981	22 Sep 2005	Harcourt School Div / Science 2007	40,000 1/2 page inside	DM001100	VA 863-783	11/6/97	$255.00
118	786989	22 Sep 2005	Harcourt School Div / Science 2007	100,000 1/2 page inside	DM011036	VA 863-785	11/6/97	
119	787834	23 Sep 2005	Houghton Mifflin / Understsandable Basic Stats 4E	50,000 1/4 page inside	DM011510	VA 1-115-519	3/16/01	$99.40
120	788662	26 Sep 2005	Houghton Mifflin / Social Studies 2005	21,000 1/3 page inside x 2	DM001972	VA 863-783	11/6/97	$167.00 + $83.50 = $250.50
121	790999	28 Sep 2005	Holt Rinehart Winston / Holt Biology 2006	60,000	DM007047	VA 863-783	11/6/97	$305.00
122	794151	4 Oct 2005	Houghton Mifflin / Science 2007 leveled readers	37,700 1/4 page inside	DM011311	VA 863-785	11/6/97	$139.00
123	809599	31 Oct 2005	Harcourt Archive / Instep 2005	100,000 inside	DM006933	VA 863-783	11/6/97	$220.00
124	816056	14 Nov 2005	Houghton Mifflin / Vocab Readers 2006	19,500 1/2 page	DM004966	VA 863-783	11/6/97	$198.00
125	818341	17 Nov 2005	McDougal-Littell/ Houghton Mifflin / Lit Gr 11	350,000	DM011968	VA 1-115-519	3/16/01	$158.00
126	823928	29 Nov 2005	Houghton Mifflin / Social Studies 2005	14,000 1/2 page inside	DM006945	VA 863-783	11/6/97	$219.00
127	823929	29 Nov 2005	Houghton Mifflin / Social Studies 2005	3,000 1/3 page inside	DM005193	VA 863-783	11/6/97	$159.00
128	826689	2 Dec 2005	Houghton Mifflin / Social Studies 2005	14,000 1/4 page inside	DM006983	VA 863-783	11/6/97	$131.00

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	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
129	827380	5 Dec 2005	McDougal-Littell/ Houghton Mifflin / Biology 2007	250,000 up to 2 page spread	DM003536	VA 863-783	11/6/97	$158.00
130	833642	16 Dec 2005	Houghton Mifflin / Science leveled readers 2006 Gr5	18,600 1 page inside	MM001891	VA 1-038-658	1/14/99	$181.00
131	834539	19 Dec 2005	Holt Rinehart Winston / Holt Middle School World Geo 2007-11	280,000 inside	DM001935	VA 863-783	11/6/97	$435.00
132	836008	21 Dec 2005	Holt Rinehart Winston / Holt Elements of Lit 2007	100,000 up to 1 page inside	DM006441	VA 863-783	11/6/97	$215.00
133	6002892	11 Jan 2006	Harcourt School Div / Science 2007 SE	100,000 1/4 page + 3/4 page	DM010789 - DM012209	VA 863-783 - VA 1-115-519	11/6/1997 and 3/16/2001	$275.00 + $375.00 = $650.00
134	6003766	13 Jan 2006	Harcourt Archive / States and Region PA Ed.	48,000 up to 1 page inside	DM003974	VA 863-783	11/6/97	$220.00
135	6003800	13 Jan 2006	Houghton Mifflin / Vocab Readers 2006	19,500 up to 1 page inside	DM012562	VA 1-115-519	3/16/01	$305.62
136	6004310	16 Jan 2006	Holt Rinehart Winston / Geometry 2007 TX Ed.	60,000	DM008653	VA 863-783	11/6/97	$305.00
137	6004321	16 Jan 2006	Holt Rinehart Winston / Holt Algebra 1, 2007 TX Ed.	100,000 2 page spread	DM007576 x 2	VA 863-783	11/6/97	$381.25 + $305.00 = $686.25
138	6007214	25 Jan 2006	Houghton Mifflin / SS 2006	25,000PE + 6,000TE 3/4 page inside	DM006884	VA 863-783	11/6/97	$301.00
139	6016773	22 Feb 2006	Houghton Mifflin / Science 2007	250,000 1.5 page inside	DM001914	VA 863-783	11/6/97	$381.25
140	6018730	27 Feb 2006	Holt Rinehart Winston / Elements 9 lit power notes First Course	20,000 inside	DM006441 x 2	VA 863-783	11/6/97	$150.00 x 2 = $300.00
141	6019262	28 Feb 2006	Holt Rinehart Winston / Holt Middle School US History Full Vol	400,000 inside	DM011053	VA 863-783	11/6/97	$435.00

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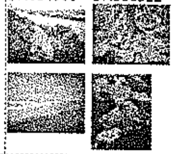
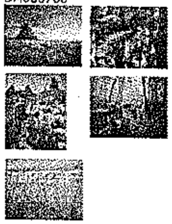
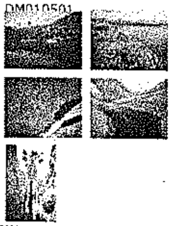
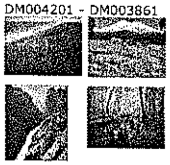
142	6022283	9 Mar 2006	Houghton Mifflin / The People - A Hist of Native America	10,000 1/4 page inside	DM003754	VA 863-783	11/6/97	$117.00
143	6022287	9 Mar 2006	Houghton Mifflin / Social Studies 2006	13,000 1/4 page inside	DM001015	VA 863-783	11/6/97	$131.00
144	6024079	15 Mar 2006	Harcourt School Division / Math XEGA 2008	100,000 1/4 page inside	DM009303	VA 863-783	11/6/97	$305.00
145	6024543	16 Mar 2006	Harcourt School Div / Science 2006	40,000 inside	DM008772 - DM002975 - DM004966 - DM006522 	VA 863-783	11/6/97	161.25 x 4 = $645.00
146	6026768	23 Mar 2006	Holt Rinehart Winston / American Anthem Full Vol	350,000 inside	DM003385	VA 863-783	11/6/97	$435.00
147	6027395	24 Mar 2006	Holt Rinehart Winston / Holt Math course 1 2007 TX Ed.	91,000	DM012266	VA 1-115-519	3/16/01	$381.25
148	6030578	4 Apr 2006	Harcourt School Div / Social Studies 2007	250,000 1/4 page inside	DM003663	VA 863-783	11/6/97	$360.00
149	6033375	12 Apr 2006	Harcourt School Div / Science 2008	100,000 1/3 page inside	DM007716	VA 863-783	11/6/97	$305.00
150	6034464	18 Apr 2006	Houghton Mifflin / US survey Gr 5	100,000 inside	DM007765	VA 863-783	11/6/97	$305.00
151	6037358	25 Apr 2006	Harcourt School Div / Science 2007	250,000 up to 2 page spread x 4 + 1/2 page	DM002940 - DM003096 - DM012210 - DM003861 - DM008760 	VA 863-783 - VA 1-115-519	11/6/1997 and 3/16/2001	$450.00 x 4 + 360 = $2160.00

	Corbis Inv#	Inv date	Publisher/Publication	License print run	Corbis Image#	Registration	Registration date	Corbis Licensing fee $
152	6038370	27 Apr 2006	Harcourt School Div / Social Studies 2007	100,000 3/4 page inside	DM008030	VA 863-783	11/6/97	$220.00
153	6040721	4 May 2006	Holt Rinehart Winston / Latino Lit - Voice in a Tradition	40,000 1/2 page inside	DM010882	VA 863-785	11/6/97	$185.00
154	6048665	3 Jun 2006	Houghton Mifflin / Social Studies 2007	18,000 2 page spread	DM005062	VA 863-783	11/6/97	$226.25
155	6050965	8 Jun 2006	Houghton Mifflin / Science 2007	3,000 1 page x 4 + spot	DM010908 - DM012205 - DM006527 - DM012222 - DM010501 	VA 863-785 - VA 1-115-519 - VA 863-783	11/6/1997 and 3/16/2001	$163.00 x 4 + $106.00 = $758.00
156	6054049	20 Jun 2006	Houghton Mifflin / Science 2007	17,500 1 page inside	DM007710	VA 863-783	11/6/97	$181.00
157	6054050	20 Jun 2006	Houghton Mifflin / Science 2007	17,500 1/4 page	DM007721	VA 863-783	11/6/97	$131.00
158	6055465	23 Jun 2006	Houghton Mifflin / TE Arkensas S	1,500 spot	DM005704	VA 863-783	11/6/97	$135.00
159	6056277	27 Jun 2006	Houghton Mifflin / Reading - 2007	80,000 1/4 page inside	DM002562	VA 863-783	11/6/97	$140.00
160	6060754	13 Jul 2006	Harcourt School Div / Science XECA Gr6 SE	250,000 1/4, 1/2, 3/4 and 1 page inside	DM009613 - DM008437 - DM004201 - DM003861 	VA 863-783	11/6/97	$ 300.00 x 3 + $400.00 = $1300.00
161	6064044	26 Jul 2006	Harcourt School Div / Social Studies 2007	100,000 2 page spread	DM003833	VA 863-783	11/6/97	$340.00
162	6067280	4 Aug 2006	McDougal-Littell/ Houghton Mifflin / ML Science	250,000 spot	DM005270	VA 863-783	11/6/97	$158.00

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163	6075241	30 Aug 2006	Harcourt Archive / Rev TFK CA	80,000 1/2 page inside	DM008498	VA 863-783	11/6/97	$220.00
164	6075302	30 Aug 2006	Harcourt Archive / Rev TFK CA	80,000 1/2 page inside	DM008498	VA 863-783	11/6/97	$220.00
165	6077340	7 Sep 2006	Houghton Mifflin / Social Studies 2007	100,000 1/3 page inside	DM004066	VA 863-783	11/6/97	$275.00
166	6077756	8 Sep 2006	Harcourt School Div / Social Studies 2007	100,000 1/4 page + 1/2 page	DM006836 - DM011311	VA 863-783 - VA 863-785	both 11/6/1997	$275.00 x 2 = $550.00
167	6079264	13 Sep 2006	Holt Rinehart Winston / American Anthem Full Vol	350,000 inside	DM003385	VA 863-783	11/6/97	$435.00
168	6080808	19 Sep 2006	Houghton Mifflin / Social Studies 2007	25,000 1/4 page	DM007721	VA 863-783	11/6/97	$125.00
169	6087394	6 Oct 2006	McDougal-Littell/ Houghton Mifflin / Biology	100k electronic, 500k program 1/4 page inside	DM010766	VA 863-785	11/6/97	$177.00
170	6089705	16 Oct 2006	McDougal-Littell/ Houghton Mifflin / MediaSmart Gr7	40,000 electronic only	42-16952778	VA 1-378-558	8/29/06	$110.00
171	6089801	16 Oct 2006	Harcourt Archive / Literacy By Design	250,000 inside	DM004799	VA 863-783	11/6/97	$235.00
172	6090177	17 Oct 2006	Harcourt Archive / Literacy By Design	250,000 inside + cover	DM001027 - DM008772	VA 863-783	11/6/97	$235.00 + $650.00 = $885.00
173	6091049	19 Oct 2006	Harcourt Archive / Literacy By Design	250,000 inside	DM009585	VA 863-783	11/6/97	$235.00

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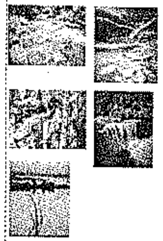
174	6091201	19 Oct 2006	Harcourt Archive / Literacy By Design	250,000 inside x 5	DM006962 - DM011418 - DM009303 - DM002275 - DM012314 	VA 863-783 - VA 863-785 - VA 1-115-519	11/6/1997 3/16/2001	$235.00 x 5 = $1175.00
175	6091217	19 Oct 2006	Harcourt Archive / Literacy By Design	250,000 Inside	DM006933	VA 863-783	11/6/97	$235.00
176	6091953	23 Oct 2006	McDougal-Littell/ Houghton Mifflin / Lit Gr 11	100k electronic, 250k program 1/2 page Inside	DM009225	VA 863-783	11/6/97	$203.00
177	6097389	8 Nov 2006	McDougal-Littell/ Houghton Mifflin / Biology	100k electronic, 500k program 1/4 page Inside	DM003536	VA 863-783	11/6/97	$25.00
178	6097447	8 Nov 2006	Houghton Mifflin / Science 2007	102,000 1/4 page inside x 2	DM008437 - DM011414	VA 863-783 - VA 863-785	both 11/6/1997	$139.00 x 2 = $278.00
179	6099218	14 Nov 2006	McDougal-Littell/ Houghton Mifflin / PowerPoint Presentation Biology	100,000 electronic only	DM010766 - DM003536	VA 863-785 - VA 863-783	both 11/6/1997	$80.00 x 2 = $160.00
180	6100479	17 Nov 2006	Houghton Mifflin / American Hist	500,000 1/4 page x 2	DM001986 - DM012570	VA 863-783 - VA 1-115-519	11/6/1997 3/16/2001	$177.00 x 2 = $354.00
181	6104106	30 Nov 2006	Holt Rinehart Winston / Holt Algebra 1, CA Ed.	197,000 Inside	42-16766283 x 2	VA 1-371-165		$300.00 + $225.00 = $525.00
182	6104151	30 Nov 2006	Holt Rinehart Winston / NC Middle School US Hist	40,000	DM009037	VA 863-783	11/6/97	$230.00
183	6104432	1 Dec 2006	McDougal-Littell/ Houghton Mifflin / Middle School Math Gr8	200,000 spot	DM009843	VA 863-785	11/6/97	$143.75
184	6105514	6 Dec 2006	Harcourt Archive / Literacy By Design	250,000 spot	DM010169	VA 863-785	11/6/97	$280.00

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185	6106416	8 Dec 2006	Harcourt Archive / Literacy By Design	250,000 1 page	DM007047	VA 863-783	11/6/97	$280.00
186	6106387	8 Dec 2006	Harcourt Archive / Literacy By Design	250,000	DM001235	VA 863-783	11/6/97	$280 .00
187	6109353	19 Dec 2006	Harcourt Archive / American Hist	350,000 Inside	DM001107 - DM008964	VA 863-783	11/6/97	$110.00 x 2 = $220.00
188	6111089	26 Dec 2006	McDougal-Littell/ Houghton Mifflin / Middle School World Geo	100k electronic, 500k program 1/4 page Inside	DM007035	VA 863-783	11/6/97	$177.00